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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

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FILED

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Case No. 01-1139 (JFF)
Chapter 11

(Jointly Administered)

Objection Due by: July 22, 2001 at 4:00 p.m.
Hearing Date: Hearing will be held if necessary

NOTICE OF FILING OF FEE APPLICATION

To: (1) Office of the United States Trustee; (2) Counsel to the Official Committee of Unsecured Creditors; (3) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (4) Counsel to the debtors and debtors-in-possession; and (5) Counsel to the debtor-in-possession lenders (the "DIP Lenders").

The Official Committee of Asbestos Property Damage Claimants (the "PD Committee"), by and through undersigned counsel, filed its First Interim Application of the Official Committee of Asbestos Property Damage Claimants for Reimbursement of Expenses to Committee Members and their Counsel for the Period From April 9, 2001 through May 31, 2001 (the "Application") seeking reimbursement of expenses in the amount of (i) \$11,462.59

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp, Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B 11 Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MICA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

incurred by the PD Committee during the period April 9, 2001, through and including May 31, 2001 (the "Application Period") for the actual and necessary expenses incurred.

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, an objection to the attached the Application on or before July 22, 2001 at 4:00 p.m.

At the same time, you must serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P. O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, LLP 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin Sumberg Dunn Baena Price & Axelrod LLP, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P. O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, 1201 N. Market Street, 15th Floor, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP

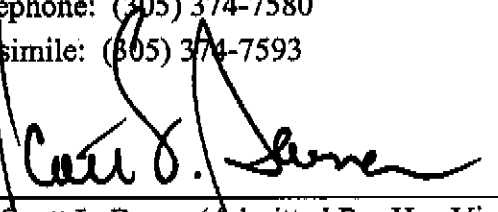
Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P. O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395) and (vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number-302-573-6497).

A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: July 2, 2001

Bilzin Sumberg Dunn Baena Price & Axelrod LLP
Counsel to the Official Committee of Asbestos
Property Damage Claimants
2500 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2336
Telephone: (305) 374-7580
Facsimile: (305) 374-7593

By: 
Scott L. Baena (Admitted Pro Hac Vice)

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139 (JJF)
)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	

**SUMMARY OF FIRST INTERIM APPLICATION OF THE OFFICIAL
COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS FOR
REIMBURSEMENT OF EXPENSES TO COMMITTEE MEMBERS AND THEIR
COUNSEL FOR THE PERIOD FROM APRIL 9, 2001 THROUGH MAY 31, 2001**

Name of Applicant:	Official Committee of Asbestos Property Damage Claimants
Authorized to Provide Professional Services to:	N/A
Date of Appointment:	April 12, 2001
Period for which Reimbursement is sought:	April 9, 2001 through May 31, 2001
Amount of Compensation sought as actual, reasonable and necessary:	N/A
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$11,462.59 (Combined Total)

This is an ☒ interim ☐ final application.

This is the first application for interim compensation of expenses filed with the Bankruptcy Court in the Chapter 11 cases.

ATTACHMENT "B" TO APPLICATION

SUMMARY OF HOURS

NOT APPLICABLE

COMPENSATION BY PROJECT CATEGORY

NOT APPLICABLE

EXPENSE SUMMARY

Catholic Archdiocese of New Orleans	\$1,064.36
The Prudential Insurance Company of America	\$1,283.40
Princeton University	\$1,422.90
Marco Barbanti	\$7,691.93
TOTAL	\$11,462.59

PLEASE REFER TO ATTACHMENT "B-1" THROUGH "B-5"
ATTACHED HERETO FOR FURTHER DETAIL

ATTACHMENT "B-1"
REPORT OF EXPENSES
FOR
MEMBERS OF OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS AND THEIR COUNSEL
W. R. GRACE & CO., et al.

NAME:

Martin Dies, Esq.
 Counsel to Catholic Archdiocese of New Orleans
 1009 Green Avenue
 Orange, TX 77630
 BUSINESS (409) 883-4394
 FAX (409) 883-4814

EXPENSES FOR MEETING(S)

DATE	DETAIL OF EXPENSES	AMOUNT
5/22/01 and 5/23/01	Airline Travel from Orange, Texas to Dallas, Texas	\$799.50
5/22/01	Mileage to Airport (35 Miles @ \$0.31)	\$10.85
5/22/01	Lodging	\$212.22
5/22/01	Meals	\$30.94
5/23/01	Mileage to Airport (35 Miles @ \$0.31)	\$10.85
	TOTAL EXPENSES	\$1,064.36

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ATTACHMENT "B-2"
REPORT OF EXPENSES
FOR
MEMBERS OF OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS AND THEIR COUNSEL
W. R. GRACE & CO., et al.

NAME:

Stephen Parker
 Assistant General Counsel
 The Prudential Insurance Company of America
 751 Broad Street
 Newark, NJ 07102
 BUSINESS (973) 367-3521
 FAX (973) 367-4955

EXPENSES FOR MEETING(S)

DATE	DETAIL OF EXPENSES	AMOUNT
5/23/01	Airline Travel from Newark, NJ to Dallas, TX	\$1,211.50
5/23/01	Parking	\$48.00
	TOTAL EXPENSES	\$1,259.50

ATTACHMENT "B-3"**REPORT OF EXPENSES****FOR****MEMBERS OF OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS AND THEIR COUNSEL****W. R. GRACE & CO., et al.****NAME:**

Joe Schwartz
 Riker Danzig Scherer Hyland & Perretti
 Counsel to The Prudential Insurance Company
 1 Speedwell Avenue
 Headquarters Plaza
 P.O. Box 1981
 Morristown, NJ 07962
 BUSINESS (973) 538-0800
 FAX (973) 538-1984

EXPENSES FOR MEETING(S)

DATE	DETAIL OF EXPENSES	AMOUNT
4/18/01	Photocopies @ \$0.15 Per copy	\$9.90
4/18/01	Facsimile @ \$1.00 Per page	\$14.00
	TOTAL EXPENSES	\$23.90

ATTACHMENT "B-4"**REPORT OF EXPENSES****FOR****MEMBERS OF OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS AND THEIR COUNSEL****W. R. GRACE & CO., et al.****NAME:**

Edward Westbrook
 Ness Motley Loadholt Richardson & Poole
 Counsel to Princeton University
 28 Bridgeside Blvd.
 P.O. Box 1792
 Mt. Pleasant, SC 29465
 BUSINESS (843) 216-9000
 FAX (843) 216-9450

EXPENSES FOR MEETING(S)

DATE	DETAIL OF EXPENSES	AMOUNT
5/23/01	Air Fare from Charleston, SC to Dallas, TX	\$1,398.50
5/23/01	Parking	\$12.00
5/23/01	Mileage (40 miles @ \$0.31)	\$12.40
	TOTAL EXPENSES	\$1,422.90

ATTACHMENT "B-5"
REPORT OF EXPENSES
FOR
MEMBERS OF OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS AND THEIR COUNSEL
W. R. GRACE & CO., et al.

NAME:

Darrell W. Scott
 Lukins & Annis, P.S.
 Counsel to Marco Barbanti
 1600 Washington Trust Financial Center
 717 West Sprague Ave
 Spokane, WA 99201-0466
 BUSINESS (509) 455-9555
 FAX (509) 747-2323

EXPENSES FOR MEETING(S)

DATE	DETAIL OF EXPENSES	AMOUNT
4/11/01	Air Fare to Philadelphia, PA - Bankruptcy Hearing	\$1,999.00
4/11/01	Lodging	\$429.84
4/11/01	Meals	\$151.90
4/11/01	Parking	\$23.00
4/11/01	Rental Car	\$174.70
4/11/01	Travel Agent Fees	\$30.00
4/11/01	Tolls	\$10.00
5/2/01	Air Fare to Philadelphia, PA - Bankruptcy Hearing	\$418.00
5/2/01	Lodging	\$202.32
5/2/01	Meals	\$36.70
5/2/01	Parking	\$13.00
5/2/01	Rental Car	\$92.28

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5/2/01	Travel Agent Fees	\$10.00
5/2/01	Fax Retrieval from Hotel	\$15.00
5/18/01	Air Fare to Dallas, TX – Committee Meeting	\$1,396.00
5/18/01	Lodging	\$211.68
5/18/01	Meals	24.19
5/18/01	Parking	\$13.00
5/18/01	Travel Agent Fees	\$10.00
	Photocopies @ \$0.15 Per copy	\$503.40
	Long Distance Charges	\$13.77
	Telecopier Service @ \$1.00 per copy	\$453.00
4/10/01	Conference Call Charge	\$269.52
4/10/01	Conference Call Charge	\$142.26
4/13/01	Conference Call Charge	\$461.04
4/16/01	Conference Call Charge	\$126.51
4/16/01	Conference Call Charge	\$241.17
4/20/01	Conference Call Charge	\$137.22
	Document retrieval	\$27.39
	Westlaw Computer Research	\$18.34
	Federal Express	\$37.70
	TOTAL EXPENSES	\$7,691.93

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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	
W.R. GRACE & CO., et al., ¹)	Case No. 01-1139 (JJF)
)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	

**FIRST INTERIM APPLICATION OF THE OFFICIAL
COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS FOR
REIMBURSEMENT OF EXPENSES TO COMMITTEE MEMBERS AND THEIR
COUNSEL FOR THE PERIOD FROM APRIL 9, 2001 THROUGH MAY 31, 2001**

Pursuant to this Court's May 3, 2001 Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Administrative Order"), the Official Committee of Asbestos Property Damage Claimants (the "PD Committee"), by and through undersigned counsel, hereby submits this First Interim Application of the Official Committee of Asbestos Property Damage Claimants for Reimbursement of Expenses to Committee Members and their Counsel for the Period From April 9, 2001 through May 31, 2001 (the "Application").

In support hereof, the Applicant respectfully represents as follows:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Cires Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocos Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocos Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp, Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MICA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

I. BACKGROUND

1. On April 2, 2001 (the "Petition Date"), the above-captioned debtors (the "Debtors") filed voluntary petitions for relief under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

2. On April 2, 2001, the Court entered its Order directing the joint administration of the Debtors' chapter 11 cases (the "Consolidated Cases").

3. On April 12, 2001, the Office of the United States Trustee appointed the PD Committee in this case consisting of Mr. Marco Barbanti, Princeton University, Pacific Freeholds and Prudential Insurance Company. The PD Committee held its organizational meeting on that day and selected Mr. Marco Barbanti to serve as its Chairman. Thereafter, the PD Committee was expanded to include Paul Price, Anderson Memorial Hospital and the Archdiocese of New Orleans. The PD Committee subsequently elected Mr. Dan Speights, representative of Anderson Memorial Hospital, as Co-Chairman of the PD Committee.

4. The PD Committee represents the interests of the asbestos property damage claimants in the Consolidated Cases.

5. At the PD Committee's initial meeting held on April 12, 2001, at which all original PD Committee members were present, the PD Committee chose to retain Bilzin Sumberg Dunn Baena Price & Axelrod LLP (the "Bilzin"), by and through Scott L. Baena, Esq., as its counsel to represent it in all matters during the pendency of the Consolidated Cases.

6. By application, dated May 22, 2001, the Bilzin sought Court approval for its retention as counsel to the PD Committee nunc pro tunc to April 9, 2001. No objections were filed and a certificate of no objection was filed with the Court.

7. By order dated June 21, 2001 (the "Retention Order"), the Court authorized the PD Committee to retain the Bilzin nunc pro tunc to April 9, 2001, pursuant to 11 U.S.C. §§ 1103 and 328, on a general retainer basis, to represent the PD Committee in the Consolidated Cases. The Retention Order conditioned the Bilzin's compensation on approval by this Court.

II. RELIEF REQUESTED

8. Accordingly, the PD Committee submits this Application, pursuant to Sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and in accordance with U.S. Department of Justice, Executive Office for United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 (the "Guidelines"). The PD Committee requests reimbursement of expenses incurred by the PD Committee in the amount of \$11,462.59 as reimbursement for the actual and necessary expenses incurred by the PD Committee during the Application Period.

9. This request is the PD Committee's first interim application to the Court for reimbursement of expenses.

10. The PD Committee has only applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with § 330(a)(2) of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Guidelines.

WHEREFORE, the PD Committee respectfully requests the Court to enter an order (i) awarding the PD Committee the sum of \$11,462.59, as interim reimbursement for actual and

Case No. 01-1139 (JJF)

necessary expenses incurred; (ii) authorizing and directing the Debtor to pay to Bilzin such sum as directing Bilzin to distribute the appropriate amount to each member of the PD Committee and its counsel; and (ii) granting such other and further relief as the Court deems appropriate.

Dated: July 2, 2001

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD
LLP

Counsel to the Official Committee of Asbestos Property
Damage Claimants

2500 First Union Financial Center

200 South Biscayne Boulevard

Miami, Florida 33131-2385

Telephone: (305) 374-7580

Facsimile: (305) 374-7598

By:



Scott L. Baena (Admitted Pro Hac Vice)